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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING  
AND ALLOWING PROOF OF CLAIM NUMBER 10180  
(THE CHERRY CORPORATION AND HAIN CAPITAL HOLDINGS, LLC)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems LLC ("DAS LLC") debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), The Cherry Corporation ("Cherry"), and Hain Capital Holdings, LLC ("Hain Capital" and, together with Cherry, the "Claimants") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 10180 (The Cherry Corporation And Hain Capital Holdings, LLC) (the, "Joint Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on October 10, 2005, Cherry submitted a demand to the Debtors asserting a reclamation claim in the amount of \$810,094.18 arising from the alleged supply of goods prior to the Petition Date (the "Reclamation Claim").

WHEREAS, on February 21, 2006, the Debtors sent a statement of reclamation to Cherry (the "Statement of Reclamation") with respect to the Reclamation Claim, whereby the Debtors asserted that the valid amount of the Reclamation Claim is \$42,450.42, subject to the Debtors' right to seek, at any time, a judicial determination that certain reserved defenses (the "Reserved Defenses") to the Reclamation Claim are valid.

WHEREAS, on April 13, 2006, Cherry sent a letter response to the Statement of Reclamation, asserting that the valid amount of the Reclamation Claim is \$487,902.68.

WHEREAS, on July 21, 2006, Cherry filed proof of claim number 10180 against DAS LLC, asserting a claim in the total amount of \$1,670,436.79 (the "Claim"). The Claim

includes a secured claim in the amount of \$487,902.68 on account of the Reclamation Claim, an unsecured non-priority claim in the amount of \$994,316.93 for goods that were allegedly delivered to DAS LLC but not paid for, and an unsecured non-priority claim in the amount of \$194,993.00 for goods that were allegedly manufactured by Cherry for DAS LLC but never delivered or paid for.

WHEREAS, on August 14, 2006, Cherry transferred the Claim to Hain pursuant to a notice of transfer (Docket No. 4905).

WHEREAS, on October 31, 2006, the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection").

WHEREAS, on November 21, 2006, Cherry filed the Response Of Cherry Corporation To The Debtors' Third Omnibus Objection To Claims (Docket No. 5653) (the "Response").

WHEREAS, on January 25, 2008, the Delphi Bankruptcy Court entered an order (Docket No. 12359) confirming the First Amended Joint Plan of Reorganization of Delphi Corporation and Certain Affiliates, Debtors and Debtors-In-Possession (the "Plan")

WHEREAS, on December 10, 2007, the Debtors provided a Notice Of Cure Amount With Respect To Executory Contract To Be Assumed Or Assumed And Assigned Under Plan Of Reorganization ("Notice of Cure") to Cherry, pursuant to which the Debtors gave notice that they intend to cure and assume or assume and assign Cherry purchase orders no.

D0550022830 and D0550063311 (the "Assigned Purchase Orders") pursuant to the Plan.

Pursuant to Article 1.69 of the Plan, "Effective Date" means "the Business Day determined by the Debtors on which all conditions to the consummation of this Plan set forth in Article 12.2 of this Plan have been either satisfied or waived as provided in Article 12.3 of this Plan and the day upon which this Plan is substantially consummated."

WHEREAS, on December 19, 2007, pursuant to the Second Amended and Restated Final Order Under 11 U.S.C. §§ 362, 503, and 546 and Fed. R. Bankr. P. 9019 Establishing Procedures for Treatment of Reclamation Claims (Docket No. 10409) (the "Second Amended Reclamation Order"), entered by the Delphi Bankruptcy Court on October 2, 2007, the Debtors served a copy of a personalized Notice Of Treatment Of Reclamation Claim Under Plan Of Reorganization (the "Reclamation Election Notice") on Cherry with respect to the Reclamation Claim, whereby the Debtors presented the Cherry with the option of electing either (i) to take a general unsecured claim for the amount of the Reclamation Claim to the extent that such claim is allowed or (ii) to continue to assert administrative priority status for the Reclamation Claim and have its Reclamation Claim automatically adjourned to a future contested hearing at which the Debtors would seek a judicial determination that the Reclamation Claim is subject to the Debtors' Reserved Defense that the Reclamation Claim is not entitled to administrative priority status on the grounds that the goods and/or the proceeds from the sale of the goods for which the Cherry is seeking a Reclamation Claim are or were subject to a valid security interest ( the "Prior Lien Defense").

WHEREAS, Cherry failed to return the Reclamation Election Notice. Thus, pursuant to the Second Amended Reclamation Order, Cherry has been deemed to have waived its right to assert administrative priority status for its Reclamation Claim and to the extent that

such claim is allowed, it will be treated as a prepetition general unsecured claim.

WHEREAS, on March 31, 2008, to resolve the Third Omnibus Claims Objection with respect to the Claim, DAS LLC and the Claimants entered into a settlement agreement (the "Settlement Agreement").

WHEREAS, pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$1,443,710.70.

WHEREAS, DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and the Claimants stipulate and agree as follows:

1. As expressly set forth in the Settlement Agreement, the Claim shall be allowed in the amount of \$1,443,710.70 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC (the "Agreed-Upon Claim"). Notwithstanding the foregoing, upon the occurrence of the Effective Date (as defined in the Plan) of the Plan, the sum of \$110,224.09 of the Agreed-Upon Claim, which relates to the Assigned Purchase Orders, shall be paid in cash as provided under the Plan as the agreed-to Cure Amount Claim for the Assigned Purchase Orders pursuant to Section 8.2 of the Plan.

2. Without further order of the Court, DAS LLC is authorized to offset or reduce the Claim for purposes of distribution to holders of allowed claims entitled to receive distributions under any plan of reorganization of the Debtors by the amount of any cure

payments made on account of the assumption, pursuant to section 365 of the Bankruptcy Code, of an executory contract or unexpired lease giving rise to the Agreed-Upon Claim.

3. Cherry hereby withdraws its Response to the Third Omnibus Claims Objection with prejudice.

4. This Joint Stipulation does not impact, alter or affect any other proofs of claim or reclamation demands that Cherry GmbH or Hain Capital may file or otherwise assert against the Debtors, and it pertains solely to the Claim.

5. With respect to any conflict between this Joint Stipulation and the Settlement Agreement, the terms of the Settlement Agreement shall apply.

So Ordered in New York, New York, this 2nd day of April, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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